

Steve Jakubowski
Elizabeth Richert
THE COLEMAN LAW FIRM
77 West Wacker Dr., Suite 4800
Chicago, Illinois 60601
Telephone: (312) 606-8641
Facsimile: (312) 444-1028
sjakubowski@colemanlawfirm.com

Attorneys for Callan Campbell, Kevin Junso, *et al.*,
Edwin Agosto, Kevin Chadwick, *et al.*, and Joseph Berlingieri

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., <i>et al.</i> ,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X	:	

**AMENDED AND RESTATED WITNESS AND EXHIBIT LIST OF
PRODUCT LIABILITY CLAIMANTS TO THE DEBTORS' 363 MOTION
FOR THE SALE OF THE "PURCHASED ASSETS" FREE AND CLEAR
OF POTENTIAL SUCCESSOR LIABILITY CLAIMS**

Callan Campbell ("Campbell"), Kevin Junso, *et al.* ("Junso"), Edwin Agosto ("Agosto"), Kevin Chadwick, *et al.* ("Chadwick"), and Joseph Berlingieri ("Berlingieri," together with Campbell, Junso, Agosto, and Chadwick, the "**Products Liability Claimants**"), by and through their attorneys, submit this amended and restated list of potential witnesses that may be called and potential exhibits that may be introduced at the hearing (the "**363 Hearing**") on the motion (the "**363 Motion**") of General Motors and certain of its subsidiaries (collectively, "**GM**" or

“**Debtors**”) for an order authorizing the sale of certain assets, including its Continuing Brands, to Vehicle Acquisition Holdings LLC, a U.S. Treasury-sponsored purchaser (the “**Purchaser**”).¹

Witnesses

The Product Liability Claimants will call as witnesses at the 363 Hearing (A) Fritz Henderson and Harry Wilson and (B) reserve the right to call additional witness(es) (i) based on the responses to discovery requests that have just today been provided and that are expected to be continuing over the next several days and (ii) in rebuttal to any evidence presented at the hearing.

Exhibits

The Product Liability Claimants may use any of the exhibits introduced into evidence at the 363 Hearing by any party in interest or designated in advance as exhibits that may be introduced at the 363 Hearing by any party in interest. Additionally, the Product Liability Claimants may introduce the following documents, all of which are subject to agreed protective and confidentiality orders, and all of which will be filed under seal or available for *in camera* review by the Court at the hearing:

Exhibit Number	Exhibit Description
1	GM Loss Reserve Analysis and Forecast as of 9/30/2008 (Bates No.: GMPR-HD-01 00000001-95)
2	GM Board Presentation dated May 29, 2009 entitled “Bankruptcy Preparations (Bates No.: GMPR 000184586-200)
3	Powerpoint Presentation dated 6/5/2009 entitled “363 Sale Update” (Bates No.: GMPR 000093464-79)
4	Email and Attachment from Joe DaMour to Harry Wilson dated 5/3/2009 entitled “Politically Sensitive Assets/Liabilities (Bates No.: GMPR 000006638-43)
5	Email and attachment from Stephen Worth to Harry Wilson re “Warrant Strike Price Calc.” (Bates No.: Treas_IUE-CWA 00001075-76)

¹ Capitalized terms used herein and not otherwise defined shall have the meaning set forth in the Product Liability Claimants’ limited objection, the Debtors’ 363 Motion, or the Amended and Restated Master Purchase and Sale Agreement (“MPSA”) filed with the Court on June 26, 2009.

The Product Liability Claimants reserve the right to amend or supplement as appropriate. Contrary to the statements of the Debtors in their general objection to all exhibits designated by parties filing objections to the 363 Motion, the foregoing five designated exhibits are relevant because they relate to issues regarding (i) the specific liabilities being assumed or not assumed by the Purchaser, as the case may be, and (ii) the consideration to be paid by the Purchaser in connection with the proposed sale. Both these issues are directly relevant to the matters upon which the Court must make findings of fact and conclusions of law at the hearing.

Dated: June 30, 2009

CALLAN CAMPBELL, KEVIN JUNSO, ET AL.,
EDWIN AGOSTO, KEVIN CHADWICK, ET AL., AND
JOSEPH BERLINGIERI

By: /s/ Steve Jakubowski
One of Their Attorneys

Steve Jakubowski (IL ARDC# 6191960)
Elizabeth Richert (IL ARDC# 6275764)
THE COLEMAN LAW FIRM
77 West Wacker Drive, Suite 4800
Chicago, IL 60601
Tel: (312) 606-8641
Fax: (312) 444-1028
sjakubowski@colemanlawfirm.com

Attorneys for Callan Campbell, Kevin Junso, *et al.*,
Edwin Agosto, Kevin Chadwick, *et al.* and Joseph
Berlingieri

CERTIFICATE OF SERVICE

I, Steve Jakubowski, hereby certify that I served a copy of the **AMENDED AND RESTATED WITNESS AND EXHIBIT LIST OF PRODUCT LIABILITY CLAIMANTS TO THE DEBTORS' 363 MOTION FOR THE SALE OF THE "PURCHASED ASSETS" FREE AND CLEAR OF POTENTIAL SUCCESSOR LIABILITY CLAIMS** on the parties listed below via email unless otherwise specified. Additionally, upon electronically filing with the Clerk of the Court all parties were served via the Court's electronic notification system on June 30, 2009.

/s/ Steve Jakubowski

Harvey R. Miller, Esq. Stephen Karotkin, Esq. Joseph H. Smolinsky, Esq. Weil Gotshal & Manges LLP 767 Fifth Ave. New York, New York 10153 harvey.miller@weil.com stephen.karotkin@weil.com Joseph.Smolinsky@weil.com	John J. Rapisardi, Esq. Cadwalader, Wickersham & Taft LLP One World Financial Center New York, New York 10281 john.rapisardi@cwt.com
Gordon Z. Novod, Esq. Thomas Moers Mayer, Esq. Kramer Levin Naftalis & Frankel, LLP 1177 Avenue of the Americas New York, NY 10036 gnovod@kramerlevin.com tmayer@kramerlevin.com	James L. Bromley, Esq. Cleary Gottlieb Steen & Hamilton LLP One Liberty Plaza New York, New York 10006 jbromley@cgsh.com
Babette Ceccotti, Esq. Cohen Weiss & Simon LLP 330 W. 42 nd Street New York, New York 10036 bceccotti@cwsny.com	Michael J. Edelman, Esq. Michael L. Schein, Esq. Vedder Price, P.C. 1633 Broadway, 47 th Floor New York, New York 10019 mjedelman@vedderprice.com mschein@vedderprice.com
<u>VIA ECF ONLY</u> Diana G. Adams, Esq. Office of the U.S. Trustee For the Southern District of NY 33 Whitehall St. , 21 st Floor New York, New York 1004 Facsimile: (212) 668-2255	<u>VIA EMAIL</u> David S. Jones, Esq. Matthew L. Schwartz, Esq. U.S. Attorney's Office, S.D.N.Y. 86 Chambers Street, Third Floor New York, New York 10007 Facsimile: (212)637-2684 Matthew.Schwartz@usdoj.gov David.Jones6@usdoj.gov